

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

J. MICHAEL CHARLES; MAURICE W.) C. A. NO. 05-702 (SLR)
WARD, JR.; and JOSEPH I. FINK, JR., on) (Lead Case)
behalf of themselves and all others similarly)
situated,)
)
Plaintiffs,)
)
)
v.)
)
PEPCO HOLDINGS, INC; CONECTIV, and)
PEPCO HOLDINGS RETIREMENT PLAN,)
)
Defendants.)

[PROPOSED] ORDER APPOINTING INTERIM CLASS COUNSEL

Upon consideration of the Plaintiffs' Motion for Appointment of Interim Class Counsel, it is hereby ORDERED and DECREED as follows:

1. Pursuant to Fed. R. Civ. P. 23(g)(2)(A), the Court hereby appoints Chimicles & Tikellis LLP as interim counsel to act of behalf of the proposed class - *i.e.*, All persons who have had their accrued benefit determined pursuant to the terms of the Cash Balance Sub-Plan of the Conectiv Retirement Plan and their beneficiaries. Excluded from the Class are those persons who qualified for the grandfathered benefit and who will reach Normal Retirement Age on or before December 31, 2008, along with their beneficiaries.

2. This interim appointment shall be without prejudice to any position that defendants may wish to assert on the propriety of class certification under Rule 23 of the Federal Rules of Civil Procedure.

Dated: _____, 2006

BY THE COURT:

Sue L. Robinson
Chief U.S. District Judge